

Proposed Amendment to GOAL Academy Bylaws

Section 3.18. Director Emeritus. The Board of Directors shall have the authority to elect one or more individuals as a ~~d~~Director ~~e~~Emeritus, each for a term of two (2) years, with the opportunity for one (1) renewal term, for a total of four (4) years. Each ~~d~~Director ~~e~~Emeritus shall serve in an advisory capacity to the Board of Directors; ~~and~~ shall not otherwise have the power or authority of a ~~d~~Director of ~~the corporation~~GOAL; ~~and~~ shall not have the power or authority to vote on any matters submitted to a vote of the Board of Directors; nor shall the presence of any such ~~d~~Director ~~e~~Emeritus at a meeting of the Board of Directors be counted for quorum or other attendance purposes. The terms Board, Board of Directors, and Board Members shall not include Director Emeritus. A ~~d~~Director ~~e~~Emeritus may participate in executive sessions, if invited to do so by the Board of Directors, and may advise the Board unless prevented by a disclosed conflict as defined within section VI. ~~The A~~ ~~d~~Director ~~e~~Emeritus must be twenty-one (21) years of age or older; have served on the Board of Directors within the last two (2) years prior to the start of ~~their~~his or her first term as a ~~d~~Director ~~e~~Emeritus; ~~exhibit and profess a strong desire to be involved in the success of GOAL;~~ exhibit and profess a strong desire to be involved in the success of GOAL; and be willing to work with other Directors, GOAL staff and faculty, and others in achieving specific goals or completing projects adopted by the Board of Directors; ~~and have a willingness to accept and support decisions democratically made.~~ Directors ~~e~~Emeritus shall be subject to the same conflicts of interest policies, confidentiality requirements, and expectations regarding attorney-client privilege as ~~all other m~~Members of the Board of Directors. Directors ~~e~~Emeritus shall be appointed, may resign, and shall be removed using the same procedures ~~as that~~ apply to ~~other m~~Members of the Board of Directors as provided in these Bylaws.